

TERMS AND CONDITIONS OF THE SHARE ISSUE

Background

FIFAX Plc's ("Fifax" or the "Company") Annual General Meeting resolved on 27 February 2023 to authorize the Board of Directors of the Company to decide on a directed share issue of up to 3,300,000 new shares in the Company to the Company's creditors to convert certain debts and interest on debts. The Company has accrued unpaid interest attributable to capital loans based on capital loan agreements that have been signed in 2014 and 2016, the principal of which have previously been converted into shares of the Company in accordance with their terms and conditions. This accrued interest amounts to approximately EUR 500,000 (hereinafter the "**Accrued Capital Loan Interest**"). In addition, the Company has an interest-bearing loan from Helmet Capital Oy Ab based on a loan agreement signed in 2016, the contractual terms of which allow the principal and accrued interest to be converted into equity. The loan capital and accrued interest amount to approximately EUR 150,000 (such loan capital and accrued interest, the "**Loan**"). Pursuant to the authorization granted by the Annual General Meeting, the share issue may be directed to the holders of the Accrued Capital Loan Interest and/or the Loan, in one or more tranches, to convert the Accrued Capital Loan Interest and/or the Loan into shares in the Company. The directed share issue would be executed by setting off the Accrued Capital Loan Interest and/or the Loan against the subscription price of the shares.

Share issue resolution of the Board of Directors

Pursuant to the authorization granted by the Annual General Meeting, the Company's Board of Directors has on 26 May 2023 resolved on a directed share issue, in which up to 3,300,000 new shares of the Company (the "**Conversion Shares**") will be offered for subscription, in deviation from the shareholders' pre-emptive subscription rights, to the holders of the Accrued Capital Loan Interest and/or the Loan (the "**Share Issue**") in accordance with these terms and conditions.

Conversion of the Accrued Capital Loan Interest and/or the Loan into shares of the Company would improve and clarify the Company's capital structure, improve the Company's liquidity and reduce its indebtedness. As such, the Board of Directors of Fifax considers that the Company has a weighty financial reason to deviate from the shareholders' pre-emptive subscription right pursuant to the Chapter 9, Section 4(1) of the Finnish Limited Liability Companies Act (624/2006, as amended) in the Share Issue.

Subscription Right

The right to subscribe for the Conversion Shares is granted to the holders of the Accrued Capital Loan Interest and the Loan. Conversion Shares may be subscribed for in the Share Issue by such holders of the Accrued Capital Loan Interest and the Loan who are in Finland or elsewhere in the EEA (the "**Parties Entitled to Conversion**"). If a holder of the Accrued Capital Loan Interest or the Loan is resident or domiciled outside the EEA, the Company may in its discretion approve the subscription, if doing so is permitted under applicable law.

Subscription Price

The subscription price in the Share Issue is EUR 0.222 per share, which is based on the trade-weighted average price of the Company's share between 11 May and 25 May 2023. The subscription price will be paid in its entirety by setting off the Accrued Capital Loan Interest and/or the Loan against the subscription price. The Subscription Price will be recorded in the Company's fund for unrestricted invested equity.

Subscription period

The subscription period for the Conversion Shares commences on 29 May 2023 at 10:00 a.m. Finnish time and ends on 13 June 2023 at 4:30 p.m. Finnish time (the "**Subscription Period**"), unless the Subscription Period is extended.

The Company's Board of Directors has the right to extend the Subscription Period. A company release regarding the extension of the Subscription Period shall be published no later than the abovementioned estimated end date of the Subscription Period.

Placing Subscriptions

A subscription order is binding and may not be amended or withdrawn.

Aktia Alexander Corporate Finance Oy and its office located at Pohjoisesplanadi 37 A, FI-00100 Helsinki, Finland, on weekdays from 10.00 a.m. to 4.30 p.m. (telephone 050 520 4098, e-mail merkinnat@alexander.fi) acts as the subscription venue for the Share Issue (the "**Subscription Venue**").

In order to participate in the Share Issue, the holders of the Accrued Capital Loan Interest and the Loan must fill in a separate subscription order form which will be available at the Subscription Venue and return it to the Subscription Venue in accordance with its the instructions. The Party Entitled to Conversion must prove their identity when placing the subscription order. In addition, the person giving a legal entity's subscription order must provide proof of authorization to make the subscription order. The subscription of the Conversion Shares shall be deemed to take place at the moment when the Board of Directors decides on the Share Issue in accordance with the subscription orders submitted to the Subscription Venue.

Payment of the Subscription Price

The Subscription Price will be paid in connection with the subscription order by committing to the set off of the Accrued Capital Loan Interest or the Loan (including any interest accrued on the Loan until the end date of the Subscription Period, 13 June 2023 (unless the Subscription Period is extended)). The setting off and the payment of the subscription price is deemed to have taken place at the moment when the Board of Directors approves the subscriptions.

If the number of the Conversion Shares received against the Accrued Capital Loan Interest and the Loan is not an integer, the number of shares to be transferred is rounded down to the nearest full share, and the excess shall not be returned or reimbursed.

Approval or Rejection of the Subscriptions

The Company's Board of Directors will decide on the completion of the Share Issue, the final number of the Conversion Shares to be issued and the approval of the subscriptions submitted in the Share Issue in full or in part on or about 14 June 2023 (unless the Subscription Period is extended).

The Company's Board of Directors may also decide not to complete the Share Issue. The Company's Board of Directors is entitled to reject any subscription in full or in part if the subscription has not been made in accordance with these terms and conditions and the instructions provided to the subscriber, or if the subscription is otherwise incomplete or incorrect. If the subscription is rejected, the set-off claim made by the subscriber is deemed to be rejected.

Information on the results of the Share Issue and on approval of subscriptions

The Company will on or about 14 June 2023 (unless the Subscription Period is extended) publish a company release stating the final result of the Share Issue and the total number of Conversion Shares subscribed for.

Registration of the Conversion Shares on Book-entry Accounts and Trading with Conversion Shares

The Conversion Shares subscribed for in the Share Issue are issued in the form of book-entries in the book-entry system maintained by Euroclear Finland Oy. The subscription of the Conversion Shares requires the subscriber to have a Finnish book-entry account.

The Conversion Shares will be registered on the subscriber's book-entry account once they have been registered in the Finnish Trade Register, on or about 15 June 2023 (unless the Subscription Period is extended). The ISIN code of the Conversion Shares is FI4000496328 and their trading code on the multilateral Nasdaq First North Growth Market Finland marketplace ("**First North**") maintained by Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") is "FIFAX". An application for admitting the Conversion Shares for trading on First North will be submitted as soon as possible after their registration. Trading in the Conversion Shares is expected to commence on or about 16 June 2023 (unless the Subscription Period is extended) and provided that Nasdaq Helsinki accepts the listing application regarding the Conversion Shares.

Shareholder Rights

The Conversion Shares will confer a right to dividends and other shareholder rights from their registration with the Finnish Trade Register and their delivery to the shareholder's book-entry account, on or about 15 June 2023 (unless the Subscription Period is extended). The Conversion Shares will, as of their registration and delivery to book-entry accounts, confer the same rights as the Company's other shares.

Fees and Expenses

No fees or other expenses will be charged to the Parties Entitled to Conversion for subscribing for the Conversion Shares. Account operators and asset managers may charge fees in accordance with their fee schedules for the opening and maintenance of book-entry accounts and for the custody and transfer of shares. No transfer tax is levied on the subscription of the Conversion Shares.

Applicable Law and Dispute Resolution

The Share Issue will be governed by Finnish law. Any disputes arising in connection with this Share Issue shall be settled by a court of competent jurisdiction in Finland.

In the event of any discrepancies between the original Finnish language version of these terms and conditions and the English or Swedish translations, the Finnish language version shall prevail.

Other matters

Once the Company has approved the subscriptions, the Company shall inform the issuer agent of this without any undue delay. With the subscription forms, the holders of the Accrued Capital Loan Interest and the Loan entitled to the conversion shall entitle the Company's issuer agent to execute the necessary entries in records and carry out other actions required for the conversion.

The Board of Directors of the Company shall decide on other matters and practical measures relating to the issuance of the Conversion Shares and the Share Issue.

When holders of the Accrued Capital Loan Interest and the Loan have signed a subscription order concerning this Share Issue, they may not transfer their Accrued Capital Loan Interest or the Loan to a third party prior to the completion of the Share Issue.